

*Electronically Filed on
December 18, 2006*

JANET L. CHUBB, ESQ.
Nevada State Bar No. 176
LOUIS M. BUBALA III, ESQ.
Nevada State Bar No. 8974
JONES VARGAS
100 W. Liberty St, 12th Floor
P.O. Box 281
Reno, NV 89504-0281
Telephone: 775-786-5000
Fax: 775-786-1177
Email: jlc@jonesvargas.com
and tbw@jonesvargas.com
and lbubala@jonesvargas.com

Attorneys for Objecting JV Creditors:
Charles B. Anderson Trust; Rita P. Anderson
Trust; Baltes Company; Kehl Family Members;
Judith L Fountain Irrevocable Trust Dated
8/26/97; and Mojave Canyon, Inc.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:
USA COMMERCIAL MORTGAGE COMPANY,
Debtor.

USA CAPITAL REALTY ADVISORS, LLC, Debtor.

USA CAPITAL DIVERSIFIED TRUST DEED FUND,
LLC, Debtor.

USA CAPITAL FIRST TRUST DEED FUND, LLC,
Debtor.

USA SECURITIES, LLC,
Debtor.

Affects:

- All Debtors
- USA Commercial Mortgage Company
- USA Capital Realty Advisors, LLC
- USA Capital Diversified Trust Deed Fund, LLC
- USA Capital First Trust Deed Fund, LLC
- USA Securities, LLC

Case No. BK-S-06-10725-LBR
Case No. BK-S-06-10726-LBR
Case No. BK-S-06-10727-LBR
Case No. BK-S-06-10728-LBR
Case No. BK-S-06-10729-LBR

Chapter 11

**JOINDER IN PARTIAL
OPPOSITION TO DEBTORS'
THIRD AMENDED JOINT
CHAPTER 11 PLAN OF
REORGANIZATION
FILED BY JOANNE M.
GRUNDMAN AND ERNA
D. GRUNDMAN
(AFFECTS ALL DEBTORS)**

Hearing Date: December 19, 2006
Hearing Time: 10:00 a.m.

The Objecting JV Creditors, Robert J. Kehl, Ruth Ann Kehl, Daniel J. Kehl, Kehl Development, Kevin Kehl, Kevin Kehl for Susan L. Kehl, Kevin Kehl for Andrew Kehl, Warren Hoffman Family Investments, LP, Judy A. Bonnet, Robert A. Kehl and Tina M. Kehl, Krystina L. Kehl, Christina M. Kehl, Kevin McKee, Cynthia Winter, Charles B. Anderson Trust, Rita P.

JONES VARGAS
100 W. Liberty Street, 12th Floor
P.O. Box 281
Reno, Nevada 89504-0281
Tel: (775) 786-5000 Fax: (775) 786-1177

1 Anderson Trust, Baltes Company, Judith L Fountain Irrevocable Trust Dated 8/26/97, and Mojave
2 Canyon Inc., by and through their counsel, Janet L. Chubb, Esq., and Louis M. Bubala III, Esq., of
3 Jones Vargas, hereby incorporate, as if set forth herein, and join in the Partial Opposition to
4 Debtors' Third Amended Joint Chapter 11 Plan of Reorganization filed by Joanne M. Grundman
5 and Erna D. Grundman on December 4, 2006.

6 DATED this 18th day of December, 2006.

7 JONES VARGAS

8
9 By: //s// Janet L. Chubb
10 JANET L. CHUBB, ESQ.
11 LOUIS M. BUBALA, ESQ.

12 Attorneys for Objecting JV Creditors
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

JONES VARGAS
100 W. Liberty Street, 12th Floor
P.O. Box 281
Reno, Nevada 89504-0281
Tel: (775) 786-5000 Fax: (775) 786-1177

CERTIFICATE OF SERVICE

1. We filed and served the following document(s) on December 18, 2006:

**PARTIAL OPPOSITION TO DEBTORS' THIRD AMENDED
JOINT CHAPTER 11 PLAN OF REORGANIZATION
FILED BY JOANNE M. GRUNDMAN AND ERNA D. GRUNDMAN
ON DECEMBER 4, 2006.**

2. Upon filing, I served the above-named document(s) by the following means to the persons as listed below:

■ a. **ECF System** (attach the "Notice of Electronic Filing" or list all persons and addresses):

- MICHELLE L. ABRAMS mabrams@mabramslaw.com
- FRANKLIN C. ADAMS franklin.adams@bbklaw.com, arthur.johnston@bbklaw.com
- NANCY L ALLF nallf@parsonsbehle.com,
klawrence@parsonsbehle.com;tthomas@parsonsbehle.com;ecf@parsonsbehle.com
- FRANK A. ANDERSON anderson.frank@pbgc.gov, efile@pbgc.gov
- OGONNA M. ATAMOH oatamoh@nevadafirm.com,
bkecf@nevadafirm.com;paltstatt@nevadafirm.com;sliberio@nevadafirm.com
- KERIANN M ATENCIO ATENCIOK@GTLAW.COM
- BMC GROUP, INC. evrato@bmcgroup.com,
ecf@bmcgroup.com;jmiller@bmcgroup.com;jbartlett@bmcgroup.com
- KELLY J. BRINKMAN kbrinkman@gouldpatterson.com
- THOMAS R BROOKSBANK tom@tombrooksbank.com, renee@tombrooksbank.com
- ANDREW M. BRUMBY abrumby@shutts-law.com, rhicks@shutts-
law.com;lmackson@shutts-law.com
- MATTHEW Q. CALLISTER mqc@callister-reynolds.com, maggie@callister-
reynolds.com
- CANDACE C CARLYON ltreadway@sheacarlyon.com,
ccarlyon@sheacarlyon.com;bankruptcyfilings@sheacarlyon.com;rmsmith@sheacarlyon.c
om
- ROB CHARLES rcharles@lrlaw.com, cjordan@lrlaw.com
- MICHAEL W. CHEN yvette@ccfirm.com
- KEVIN B. CHRISTENSEN kbchrislaw@aol.com
- JANET L. CHUBB tbw@jonesvargas.com
- JEFFREY A. COGAN jeffrey@jeffreycogan.com, sarah@jeffreycogan.com
- WILLIAM D COPE cope_guerra@yahoo.com
- CICI CUNNINGHAM bankruptcy@rocgd.com
- LAUREL E. DAVIS bklsclv@lionelsawyer.com,
ldavis@lionelsawyer.com;gbagley@lionelsawyer.com;ldavisesq@aol.com
- DEBT ACQUISITION COMPANY OF AMERICA V, LLC (tf) tfette@daca4.com
- THOMAS H. FELL BANKRUPTCYNOTICES@GORDONSILVER.COM
- SCOTT D. FLEMING sfleming@halelane.com,
dbergsing@halelane.com,ecfvegas@halelane.com
- GREGORY E GARMAN bankruptcynotices@gordonsilver.com
- WADE B. GOCHNOUR wgochnour@hwmlvlaw.com, donnat@hwmlvlaw.com

JONES VARGAS
 100 W. Liberty Street, 12th Floor
 P.O. Box 281
 Reno, Nevada 89504-0281
 Tel: (775) 786-5000 Fax: (775) 786-1177

- 1 • CARLOS A. GONZALEZ carlos.gonzalez2@usdoj.gov,
Darlene.Ruckard@usdoj.gov; Eunice.Jones@usdoj.gov; Sue.Knight@usdoj.gov
- 2 • GERALD M GORDON bankruptcynotices@gordonsilver.com
- 3 • R. VAUGHN GOURLEY vgourley@lvcm.com
- 4 • TALITHA B. GRAY bankruptcynotices@gordonsilver.com
- 5 • JAMES D. GREENE bknotice@schrecklaw.com
- 6 • MARJORIE A. GUYMON bankruptcy@goldguylaw.com, ddias@goldguylaw.com
- 7 • JEFFREY R. HALL jhall@sheacarlyon.com,
bankruptcyfilings@sheacarlyon.com; aboehmer@sheacarlyon.com; ltreadway@sheacarlyon
8 .com; rmsmith@sheacarlyon.com
- 9 • XANNA R. HARDMAN xanna.hardman@gmail.com
- 10 • STEPHEN R HARRIS noticesbh&p@renolaw.biz
- 11 • JEFFREY L HARTMAN notices@bankruptcyreno.com
- 12 • BRIGID M. HIGGINS bankruptcynotices@gordonsilver.com
- 13 • RANDOLPH L. HOWARD rhoward@klnevada.com,
ckishi@klnevada.com; bankruptcy@klnevada.com
- 14 • DAVID W. HUSTON dwh@hustonlaw.net, swaits@hustonlaw.net
- 15 • CHRISTOPHER D JAIME cjaime@waltherkey.com, kbernhar@waltherkey.com
- 16 • EVAN L. JAMES ejameslv@earthlink.net, kbchrislaw@aol.com
- 17 • TY E. KEHOE TyKehoeLaw@aol.com
- 18 • ROBERT R. KINAS rkinas@swlaw.com, jlustig@swlaw.com; imccord@swlaw.com
- 19 • ZACHARIAH LARSON ecf@lslawnv.com
- 20 • JOHN J. LAXAGUE jlaxague@canecclark.com
- 21 • GEORGE C LAZAR glazar@foxjohns.com, gclazar@sbcglobal.net
- 22 • NILE LEATHAM nleatham@klnevada.com,
ckishi@klnevada.com; bankruptcy@klnevada.com
- 23 • ROBERT C. LEPOME rlepome@cox.net, smstanton@cox.net
- 24 • ANNE M. LORADITCH ecfilings@beckleylaw.com,
aloraditch@beckleylaw.com; pkois@beckleylaw.com
- 25 • PATRICIA A. MARR jlllaw@leelaw.lvcoxmail.com,
lvlaw03@yahoo.com; mark@leelaw.lvcoxmail.com
- 26 • JAMES C. MCCARROLL , dturetsky@reedsmith.com; aleonard@reedsmith.com
- 27 • REGINA M. MCCONNELL rmccconnell@kssattorneys.com
- 28 • WILLIAM L. MCGIMSEY lawoffices601@lvcoxmail.com
- RICHARD MCKNIGHT mcknightlaw@cox.net,
gkopang@lawlasvegas.com; cburke@lawlasvegas.com
- JEANETTE E. MCPHERSON bkfilings@s-mlaw.com
- JEANETTE E. MCPHERSON bkfilings@s-mlaw.com
- SHAWN W MILLER bankruptcyfilings@sheacarlyon.com,
smiller@sheacarlyon.com; aboehmer@sheacarlyon.com; ltreadway@sheacarlyon.com; rsmit
h@sheacarlyon.com
- DAVID MINCIN mcknightlaw@cox.net,
gkopang@lawlasvegas.com; dmincin@lawlasvegas.com; cburke@lawlasvegas.com
- JOHN F MURTHA jmurtha@woodburnandwedge.com
- ERVEN T. NELSON erv@rlbolick.com, susan@rlbolick.com
- VICTORIA L NELSON bkecf@nevadafirm.com,
vnelson@nevadafirm.com; paltstatt@nevadafirm.com; rholley@nevadafirm.com; sliberio@
nevadafirm.com

JONES VARGAS
 100 W. Liberty Street, 12th Floor
 P.O. Box 281
 Reno, Nevada 89504-0281
 Tel: (775) 786-5000 Fax: (775) 786-1177

- BOB L. OLSON ecffilings@beckleylaw.com, bolson@beckleylaw.com; dgriffis@beckleylaw.com
- DONNA M. OSBORN ebaker@marquisaurbach.com, dosborn@marquisaurbach.com; tszostek@marquisaurbach.com; kgallegos@MarquisAurbach.com
- ANDREW M. PARLEN aparlen@stutman.com
- DONALD T. POLEDNAK sandplegal@yahoo.com, spbankruptcy@yahoo.com
- PAUL C RAY info@johnpeterlee.com
- SUSAN WILLIAMS SCANN sscann@deanerlaw.com, palexander@deanerlaw.com
- LENARD E. SCHWARTZER bkfilings@s-mlaw.com
- JAMES PATRICK SHEA bankruptcyfilings@sheacarlyon.com, ltreadway@sheacarlyon.com; rmsmith@sheacarlyon.com
- SHLOMO S. SHERMAN ssherman@sheacarlyon.com, aboehmer@sheacarlyon.com; bankruptcyfilings@sheacarlyon.com; ltreadway@sheacarlyon.com; rmsmith@sheacarlyon.com
- AMBRISH S. SIDHU ecf@lslawnv.com
- JEFFREY G. SLOANE gjklepel@yahoo.com, rmconnell@kssattorneys.com
- ALAN R SMITH mail@asmithlaw.com, turk@asmithlaw.com; marsh@asmithlaw.com; darby@asmithlaw.com
- DAVID A. STEPHENS dstephens@lvcm.com
- PETER SUSI cheryl@msmlaw.com, msm@msmlaw.com
- JEFFREY R. SYLVESTER jeff@sylvesterpolednak.com, David@sylvesterpolednak.com
- CARYN S. TIJSESELING ctijsseling@beckleylaw.com, jblair@beckleylaw.com
- AMY N TIRRE atirre@kkbrf.com, lleverett@kkbrf.com
- U.S. TRUSTEE - LV - 11 USTPRegion17.lv.ecf@usdoj.gov
- GREGORY J. WALCH GWalch@Nevadafirm.com
- RUSSELL S. WALKER rwalker@wklawpc.com, eloveridge@wklawpc.com; lboynton@wklawpc.com; ckirk@wklawpc.com
- WHITNEY B. WARNICK wbw@albrightstoddard.com, bstessel@albrightstoddard.com
- WILLIAM J. WRAY wjw@oreillylawgroup.com, rh@oreillylawgroup.com, bc@oreillylawgroup.com, lc@oreillylawgroup.com, ddh@oreillylawgroup.com, mr@oreillylawgroup.com
- JOAN C WRIGHT jwright@allisonmackenzie.com, jbrooks@allisonmackenzie.com
- MATTHEW C. ZIRZOW bankruptcynotices@gordonsilver.com
- ANTHONY A. ZMAILA azmaila@nevadafirm.com, bkecf@nevadafirm.com; mbarnes@nevadafirm.com, paltstatt@nevadafirm.com

9 b. **United States mail, postage fully prepaid** (list persons and addresses):

9 c. **Personal Service** (list persons and addresses):
 I personally delivered the document(s) to the persons at these addresses:

9 For a party represented by an attorney, delivery was made by handing the document(s) to the attorney or by leaving the document(s) at the attorney's office with a clerk or other person in charge, or if no one is in charge by leaving the document(s) in a conspicuous place in the office.

JONES VARGAS
100 W. Liberty Street, 12th Floor
P.O. Box 281
Reno, Nevada 89504-0281
Tel: (775) 786-5000 Fax: (775) 786-1177

9 For a party, delivery was made by handing the document(s) to the party or by leaving the document(s) at the person's dwelling house or usual place of abode with someone of suitable age and discretion residing there.

■ d. **By direct email (as opposed to through the ECF System)** (list persons and email addresses):

Frank Merola, Eve Karasik & Christine M. Pajak
fmerola@stutman.com; ekarasik@stutman.com; cpajak@stutman.com

Marc A. Levinson & Lynn Trinka Ernce
malevinson@orick.com; lernce@orrick.com

Andrew Welcher c/o William E. Winfield,
wwinfield@nchc.com

Annette W. Jarvis, Steven C. Strong, & Douglas M. Monson
ajarvis@rqn.com; sstrong@rqn.com; dmonson@rqn.com

Leonard E. Schwartz
Lschwartz@s-mlaw.com

Gregory E. Garman
geg@gordonsilver.com

Rob Charles
rcharles@rlaw.com

August B. Landis
Augie.landis@usdoj.gov

9 e. **By fax transmission** (list persons and fax numbers):

Based upon the written agreement of the parties to accept service by fax transmission or a court order, I faxed the document(s) to the persons at the fax numbers listed below. No error was reported by the fax machine that I used. A copy of the record of the fax transmission is attached.

9 f. **By messenger:**

I served the document(s) by placing them in an envelope or package addressed to the persons at the addresses listed blow and providing them to a messenger for service. (A declaration by the messenger must be attached to this Certificate of Service).

I declare under penalty of perjury that the foregoing is true and correct.

DATED this 18th day of December, 2006.

Tawney Waldo
Name

//s// Tawney Waldo
Signature